

J.P. MORGAN SECURITIES INC.
JPMORGAN CHASE BANK, N.A.
270 Park Avenue
New York, New York 10017

CITIGROUP GLOBAL MARKETS INC.
388 Greenwich Street
20th Floor
New York, New York 10013

November 15, 2007

Acknowledgement

Delphi Corporation
5725 Delphi Drive
Troy, MI 48098

Attention: John Sheehan
Vice President & Chief Restructuring Officer

Ladies and Gentlemen:

Reference is made to the Engagement Letter dated the date hereof (the “Engagement Letter”) among us and you, regarding the Plan Financing Requirements described therein. Capitalized terms used but not defined herein are used with the meanings assigned to them in the Engagement Letter.

For purposes of the condition in paragraph (a) of Exhibit B to the Engagement Letter, we hereby consent to the proposed amendments to each of the Equity Plan and the Plan of Reorganization filed with the Bankruptcy Court on November 14, 2007 and confirm that the terms and conditions of the Equity Plan approved by the Bankruptcy Court on August 2, 2007, as modified pursuant to the proposed amendments thereof filed with the Bankruptcy Court on October 29, 2007 and November 14, 2007 and the Plan of Reorganization filed with the Bankruptcy Court on September 6, 2007, and the related disclosure statement filed with the Bankruptcy Court on September 6, 2007, as modified pursuant to the contemplated amendments thereof filed with the Bankruptcy Court on October 29, 2007 and November 14, 2007, are in each case satisfactory to the Arrangers.

This Acknowledgement may not be amended or waived except by an instrument in writing signed by each Engagement Party. This Acknowledgement shall be governed by, and construed and interpreted in accordance with, the laws of the State of New York. This Acknowledgement may be executed in any number of counterparts, each of which shall be an original, and all of which, when taken together, shall constitute one agreement. Delivery of an executed signature page of this Acknowledgement by email or facsimile transmission shall be effective as delivery of a manually executed counterpart hereof.

Very truly yours,

J.P. MORGAN SECURITIES INC.

By: M.N.S.
Name: Gathering & Control
Title: Vice President

JPMORGAN CHASE BANK, N.A.

By: Marian N. Schulman
Name: **MARIAN N. SCHULMAN**
Title: **Managing Director**

CITIGROUP GLOBAL MARKETS INC.

By: _____
Name:
Title:

Very truly yours,

J.P. MORGAN SECURITIES INC.

By: _____

Name: _____

Title: _____

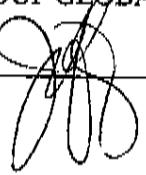
JPMORGAN CHASE BANK, N.A.

By: _____

Name: _____

Title: _____

CITIGROUP GLOBAL MARKETS INC.

By: 

Name: Jeffrey Witz

Title: Director